

ROSENTHAL AND SCHANFIELD
PROFESSIONAL CORPORATION
ATTORNEYS

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MAY 27 10 38 AM '77

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HENRY M. MORRIS
MARVIN COHN
MARTIN K. BLONDER
HARVEY J. BARNETT
J. WALTER DEITCH
ROBERT R. TEPPER

STEPHEN P. KIKOLER
DAVID M. ROSENTHAL
DANIEL P. STERNBERG
ROBERT I. BERGER
JOEL C. LEVIN
MYRNA B. WEISSMAN
STEVEN A. GROSSMAN
ROSS P. BENJAMIN
MARTIN J. FRIEDMAN

7-147A047
MAY 27 1977

Date
Fee \$ 30

RECORDATION NO.

MAY 27 1977 - 10 40 AM

ICE Washington, D.C.

INTERSTATE COMMERCE COMMISSION

May 26, 1977

RECORDATION NO. 8188-SS
Filed & Recorded

MAY 27 1977 - 10 40 AM

Office of the Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 8188-PR
Filed & Recorded

MAY 27 1977 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

RE: Seventh Amendment to Chattel Mortgage
Dated as of April 1, 1977

Gentlemen:

Pursuant to Section 20c of the Interstate Commerce Act and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing eight (8) fully executed counterparts of the above referenced Seventh Amendment, and eight (8) fully executed counterparts of two (2) separate Releases of Assignment of Lease, each dated as of March 1, 1977, all as more fully described herein.

The parties to the Seventh Amendment are:

Mortgagor: United States Railway Leasing Company
2200 East Devon Avenue
Des Plaines, Illinois 60018

Mortgagee: Continental Illinois National Bank and
Trust Company of Chicago, as Agent
231 South LaSalle Street
Chicago, Illinois 60693

The parties to the Releases of Assignment of Lease are:

Releasee: United States Railway Leasing Company
2200 East Devon Avenue
Des Plaines, Illinois 60018

*** The enclosed documents relate to that certain Chattel Mortgage dated as of January 19, 1976, as amended, which was recorded at 10:55 a.m. on January 22, 1976 and assigned Rec. No. 8188.

Handwritten signature: C. J. Koppeler

ROSENTHAL AND SCHANFIELD

Office of the Secretary
Interstate Commerce Commission
Washington, D. C. 20423
May 26, 1977

Releasor: Continental Illinois National Bank and
Trust Company of Chicago, as Agent
231 South LaSalle Street
Chicago, Illinois 60693

A description including lettering and car numbers of the equipment being deleted by the Seventh Amendment and a description of the Leases covered by the Releases of the Assignment of Lease are contained in Schedule A to this letter.

Enclosed is Rosenthal and Schanfield Check No. 21189 in the amount of \$30.00 in payment of all recording and filing fees.

Since the above mentioned documents are being delivered to you by hand, we would appreciate it if you could return to the person delivering the same duly stamped copies of the documents not required to be kept by you. If this is not possible, please return the same by mail to:

I. Walter Deitch, Esq.
ROSENTHAL AND SCHANFIELD
55 East Monroe Street, Suite 4620
Chicago, Illinois 60603

Very truly yours,

UNITED STATES RAILWAY LEASING
COMPANY

BY: 
Assistant Secretary

LS:nev
Enc.

Release

SCHEDULE A

DESCRIPTION OF CARS AND LEASES

<u>Type of Car</u>	<u>Quantity</u>	<u>Lessee</u>	<u>Date Lease</u>	<u>Term Yrs.</u>	<u>Car Numbers (Both Inclusive)</u>
Box, 52'5", 70 Ton, Insulated	250	British Columbia Railroad	7-16-73	5	BCIT 800400- 800649
Boxcar, 52'5", 70 Ton, Insulated	148	British Columbia Railroad	7-16-73	5	BCIT 800200- 800349*

*Excluding car number BCIT 800251 and BCIT 800325

SCHEDULE A

SCHEDULE B

DESCRIPTION OF CARS AND LEASES

<u>Type of Car</u>	<u>Quantity</u>	<u>Lessee</u>	<u>Date Lease</u>	<u>Term Yrs.</u>	<u>Car Numbers (Both Inclusive)</u>
Covered Hopper Cars, 5750 cu. ft., 100 Ton*	52	Archer Daniels Midland	12-6-76	5	USLX 5810-5861

*Manufactured by ACF Industries

SCHEDULE B

Interstate Commerce Commission
Washington, D.C. 20423

5/27/77

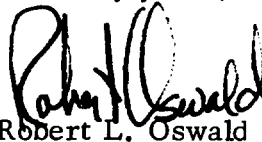
OFFICE OF THE SECRETARY

I Walter Deitch, Esq.
Rosenthal And Schanfield
55 East Monroe Street Suite 4620
Chicago, Illinois 60603

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on **5/27/77** at **10:40am**,
and assigned recordation number(s) **8188-QQ, 8188-RR & 8188-SS**

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

MAY 27 1977 - 10 40 AM

INTERSTATE COMMERCE COMMISSION
SEVENTH AMENDMENT TO CHATTEL MORTGAGE

SEVENTH AMENDMENT TO CHATTEL MORTGAGE dated as of April 1, 1977, from UNITED STATES RAILWAY LEASING COMPANY ("Mortgagor") to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY, as Agent ("Mortgagee") under that certain Revolving Credit Agreement dated as of January 19, 1976 ("Revolving Credit Agreement") as amended, among Mortgagor, Mortgagee and certain banks named therein.

WITNESSETH:

WHEREAS, the Mortgagor has heretofore executed and delivered to and with Mortgagee that certain Chattel Mortgage (Railroad Equipment Security Agreement) dated as of January 19, 1976 and recorded with the Interstate Commerce Commission as ICC Recordation No. 8188, as amended by that certain Amendment to Chattel Mortgage dated as of May 1, 1976 and recorded with the ICC as ICC Recordation No. 8188-M, and by that certain Second Amendment to Chattel Mortgage dated as of June 25, 1976 and recorded with the ICC as ICC Recordation No. 8188-Z, and by that certain Third Amendment to Chattel Mortgage dated as of August 1, 1976 and recorded with the ICC as ICC Recordation No. 8188-CC, and by that certain Fourth Amendment to Chattel Mortgage dated as of December 15, 1976 and recorded with the ICC as ICC Recordation No. 8188-JJ, and by that certain Fifth Amendment to Chattel Mortgage dated as of December 22, 1976 and recorded with the ICC as ICC Recordation No. 8188-LL, and by that certain Sixth Amendment to Chattel Mortgage dated as of March 1, 1977 and recorded with the ICC as ICC Recordation No. 8188-~~MM~~ (said Chattel Mortgage as so amended being herein-after called the "Chattel Mortgage") in order to grant a security interest in the rail cars ("Cars") described in Schedule A thereof as security for notes issued pursuant to the Revolving Credit Agreement; and

WHEREAS, Mortgagor has made or contemporaneously with the delivery hereof by Mortgagee will make a partial prepayment on said notes from moneys borrowed or to be borrowed and secured, in part, by a lien on certain of said Cars, all in such amounts and manner so as to entitle Mortgagor to have certain of the Cars released from the lien of the Chattel Mortgage; and

WHEREAS, in order to accomplish said prepayment and borrowing, it is necessary to delete from said Schedule A those Cars described on Schedule A hereto, which Cars are used or to be used as security for said borrowing; and

WHEREAS, to simplify such changes the parties hereto propose to substitute Schedule B hereto for Schedule A to the Chattel Mortgage in its entirety; and

WHEREAS, after giving effect to said prepayment, the requirements of Sections 4.1 of the Chattel Mortgage and Section 4.3 of the Revolving Credit Agreement will have been satisfied.

NOW, THEREFORE, in consideration of the premise and of other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged,

IT IS AGREED:

1. Mortgagee does hereby release and remise from the lien of the Chattel Mortgage and does hereby transfer and convey to the Company, all of its right, title and interest in and to the rail cars described in Schedule A hereto.


2. The Chattel Mortgage is hereby amended by deleting therefrom Schedule A in its entirety and substituting therefor Schedule B hereto.

3. All the remaining terms and provisions of the Chattel Mortgage remain in full force and effect, and the Chattel Mortgage as hereby amended is hereby confirmed and approved.

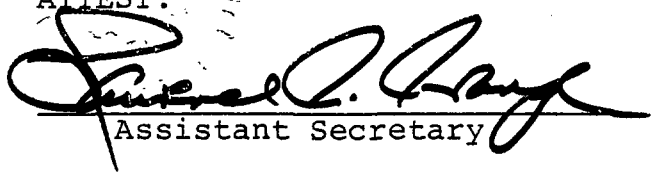
IN WITNESS WHEREOF, the Mortgagor and Mortgagee have each caused their respective corporate names to be hereunto subscribed and their respective corporate seals to be hereunto affixed by their respective officers thereunto duly authorized, all as of the day, month and year first above written.

UNITED STATES RAILWAY LEASING COMPANY

BY:

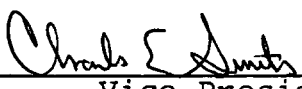

Vice President

ATTEST:

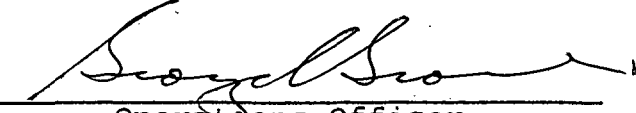

Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

BY:


Vice President

ATTEST:


Operations Officer

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 3rd day of May, 1977, before
me personally appeared L. L. Solomonson and
Laurence P. Prange to me personally known, who
being by me duly sworn, say that they are, respectively the
Vice President and Assistant Secretary of UNITED STATES RAILWAY
LEASING COMPANY, an Illinois corporation, that the seal affixed
to the foregoing instrument is the corporate seal of said corpora-
tion, that said instrument was signed and sealed on behalf of
said corporation by authority of its Board of Directors, and they
acknowledge that the execution of the foregoing instrument was
the free act and deed of said corporation.

My Commission expires 9/22/78.

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 12th day of May, 1977, before
me personally appeared Charles E. Smith and
GEORGE A. GROVSKIS to me personally
known, who being by me duly sworn, say that they are, respec-
tively, the Vice President and Operations Officer of CONTINENTAL
ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national
banking association, that the seal affixed to the foregoing
instrument is the corporate seal of said association, that said
instrument was signed and sealed on behalf of said association
by authority of its Board of Directors, and they acknowledge
that the execution of the foregoing instrument was the free act
and deed of said association.

My Commission expires 22 May 1977.

SCHEDULE A

DESCRIPTION OF CARS AND LEASES

<u>Type of Car</u>	<u>Quantity</u>	<u>Lessee</u>	<u>Date Lease</u>	<u>Term Yrs.</u>	<u>Car Numbers (Both Inclusive)</u>
Box, 52'5", 70 Ton, Insulated	250	British Columbia Railroad	7-16-73	5	BCIT 800400- 800649
Boxcar, 52'5", 70 Ton, Insulated	148	British Columbia Railroad	7-16-73	5	BCIT 800200- 800349*

*Excluding car number BCIT 800251 and BCIT 800325

SCHEDULE A

SCHEDULE B

DESCRIPTION OF CARS AND LEASES

<u>Type of Car</u>	<u>Quantity</u>	<u>Lessee</u>	<u>Date Lease</u>	<u>Term Yrs.</u>	<u>Car Numbers (Both Inclusive)</u>
Covered Hopper Cars, 5750 cu. ft., 100 Ton*	52	Archer Daniels Midland	12-6-76	5	USLX 5810-5861

*Manufactured by ACF Industries

SCHEDULE B